

Role Description for Chairman of the Board

1. PURPOSE

1. The Chairman of the Board of Directors shall facilitate the operations and deliberations of the Board and the satisfaction of the Board's functions and responsibilities under its mandate.

2. GENERAL

1. **Appointment and Removal of Chairman of the Board** - The Chairman of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the Company's shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Chairman. The Chairman shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Chairman or the resignation, disqualification or removal of the Chairman from the Board.
2. **Qualifications** - The Chairman shall be a member of the Board and satisfy the independence standards established by the Board and any additional independence standards required for a Board chairman of a board of directors under Applicable Requirements (as defined below).
3. **Access to Management and Outside Advisors** - The Chairman shall have unrestricted access to the Company's management and employees. The Chairman shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist him or her in fulfilling his or her responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Chairman, for the services of these advisors.

3. FUNCTIONS AND RESPONSIBILITIES

The Chairman shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Chairman by the Board. In addition to these functions and responsibilities, the Chairman shall perform the duties required of a chairman of a board of directors by the binding requirements of any stock exchanges on which the Company's securities are traded, and all other applicable laws and regulations (collectively, the "Applicable Requirements").

1. Board Management

- a. **Chair of Board Meetings** - The Chairman shall chair Board meetings. The Chairman may vote at a Board meeting on any matter requiring a vote.
- b. **Board Meetings** - In consultation with the Company's Chief Executive Officer, the Chairman shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.

- c. Director Appointments and Nominations – If the Chairman satisfies Applicable Requirements relating to independence, the Chairman shall provide input to the Nominating Committee on its recommendation to the Board for approval of (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees.
- d. Access to Management and Outside Advisors - On an ongoing basis, the Chairman shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisers for the purposes of the Board fulfilling its mandate.
- e. Director Performance – In consultation with the Corporate Governance Committee on at least an annual basis, the Chairman shall lead the review and assessment of director attendance, performance and compensation and the size and composition of the Board.
- f. Execution of Documents – The Chairman shall sign all contract, documents or instruments in writing which require his signature.

2. **Advisory Matters Relating to the Chief Executive Officer**

- a. Input on Chief Executive Officer Matters - The Chairman shall provide input to the Corporate Governance Committee and the Compensation Committee of the Board, as applicable, in respect of the appointment, removal, evaluation, succession and, if the Chairman satisfies Applicable Requirements relating to independence, compensation of the Chief Executive Officer.
 - b. Meeting with Chief Executive Officer - At least quarterly, the Chairman shall meet with the Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Chairman shall communicate with the Chief Executive Officer, on behalf of the Board regarding concerns or comments of the Board, shareholders or other stakeholders.
- 3. **Succession** - The Chairman shall participate and provide input, as required, to the Nominating Committee on succession plans in respect of the Chairman position.
 - 4. **Strategic Planning** - At least annually, the Chairman shall review management's strategic planning initiatives.
 - 5. **Communication with Shareholders** - At least annually, in conjunction with the Board and the Chief Executive Officer, the Chairman shall review the effectiveness of the Company's shareholder communications plan.

4. **REPORTING TO THE BOARD**

- 1. The Chairman shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

5. **CURRENCY OF THE CHAIRMAN'S MANDATE**

- 1. This role description was last revised and approved by the Board on March 2, 2005.